

IMAGE TECHNOLOGY LABORATORIES INC

Form 4

October 25, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
McDowell Valerie Elizabeth

2. Issuer Name and Ticker or Trading Symbol
IMAGE TECHNOLOGY LABORATORIES INC [IMTL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2007

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

1122 BARNEGAT LANE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

MANTOLOKING, NJ 08738

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/12/2007		P		5,000	A	\$ 0.1
Common Stock	10/15/2007		P		5,000	A	\$ 0.095
Common Stock	10/16/2007		P		55,000	A	\$ 0.11
Common Stock	10/19/2007		P		35,000	A	\$ 0.12
Preferred Stock							500,000

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Cumulative Conv. PFD Stock Series	<u>(1)</u>	09/30/2006		P	1,000	09/30/2008	<u>(1)</u>	Common	2,700,000
Cumulative Conv. PFD Stock Series B	<u>(1)</u>	09/30/2007		P	50	09/30/2008	<u>(1)</u>	Common	2,835,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDowell Valerie Elizabeth 1122 BARNEGAT LANE MANTOLOKING, NJ 08738		X		

Signatures

/s/ Valerie
McDowell 10/25/2007

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Company issued 1,000 Cumulative Convertible Preferred Stock Series B. The ratio of one share of Cumulative Convertible Preferred Stock Series B equals 2,700 shares of Common Stock. Either the shareholder or the Company may elect to force conversion after two years in units of 100 shares of Cumulative Convertible Preferred Stock Series B. The Company may also elect to repurchase the

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 4

Cumulative Convertible Preferred Series B at any time for \$432 per share of Cumulative Convertible Preferred Series B. Fixed interest is accumulated as 12.5 additional shares of Cumulative Convertible Preferred Series B per quarter. The underlying common stock, should the Company or shareholder elect to convert, is unregistered. The voting rights are set at one vote per share of Cumulative Convertible Preferred Stock Series B.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.